

WOLFE STEPHEN P

Form 4

March 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLFE STEPHEN P

2. Issuer Name **and** Ticker or Trading
Symbol
TORO CO [TTC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

8111 LYNDALE AVENUE SOUTH

03/04/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer & Vice

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

BLOOMINGTON, MN 55420-1196

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/04/2005		M	4,000 A	\$ 16.813 4,097.537	D	
Common Stock	03/04/2005		M	7,086 A	\$ 16.906 11,183.537	D	
Common Stock	03/04/2005		J ⁽¹⁾	V 97.537 D	\$ 0 11,086	D	
Common Stock	03/04/2005		S	2,300 D	\$ 87 8,786	D	
Common Stock	03/04/2005		S	900 D	\$ 87.05 7,886	D	

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Common Stock	03/04/2005	S	600	D	\$ 87.09	7,286	D
Common Stock	03/04/2005	S	4,200	D	\$ 87.1	3,086	D
Common Stock	03/04/2005	S	1,200	D	\$ 87.18	1,886	D
Common Stock	03/04/2005	S	900	D	\$ 87.3	986	D
Common Stock	03/04/2005	S	300	D	\$ 87.31	686	D
Common Stock	03/04/2005	S	686	D	\$ 87.32	0	D
Common Stock Units						11,607.7852	D
Matching Units						5,803.8817	D
Performance Share Units						79,982.938	D
Common Stock	01/14/2005	G V 25		D	\$ 0	12,018	I
Common Stock	03/04/2005	J ⁽¹⁾	97	A	\$ 0	12,115	I
Common Stock	03/04/2005	M	784	A	\$ 12.469	12,899	I
Common Stock	03/04/2005	M	2,470	A	\$ 16.9063	15,369	I
Common Stock	03/04/2005	F	591	D	\$ 87.09	14,778	I
Common Stock						13,049.9271	I

By trust for reporting person

By trust for reporting person

By trust for reporting person

By trust for reporting person

By trust for reporting person

The Toro Company Investment, Savings & ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 12.469	03/04/2005		M	784	11/18/1998	11/18/2008	Common Stock 784
Stock Option	\$ 16.813	03/04/2005		M	4,000	12/05/2000	12/05/2010	Common Stock 4,000
Stock Option	\$ 16.906	03/04/2005		M	9,556	12/02/1999	12/02/2009	Common Stock 9,556

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOLFE STEPHEN P 8111 LYNDAL AVENUE SOUTH BLOOMINGTON, MN 55420-1196	Chief Financial Officer & Vice

Signatures

N. Jeanne Ryan,
Atty-In-Fact 03/08/2005

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person has transferred 97 shares out of dividend reinvestment to the Stephen P. Wolfe Revocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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